



Procurement and Contracts Governance Board

Terms of Reference v1.9

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Description	Procurement and Contracts Governance Board – Terms of Reference
Sponsor	DVC, University Services
Chair	Vice Chancellor
Date Initiated	1 June 2022

PCGB Purpose	<p>The purpose of the Procurement and Contracts Governance Board (the Board) is to ensure Massey University (the University) makes sound spending and investment choices.</p> <p>The Board has been established to oversee the governance and probity of procurement and contracting practices, generally for commercial contracts with Total Cost of Ownership (TCO) values of greater than NZ\$250,000.</p> <p>The Board provides strategic and commercial thought leadership and governance for procurement and contracting activities.</p> <p>The Board has responsibility to:</p> <ul style="list-style-type: none"> • Promote informed debate, thoughtful challenge, commitment, candour, transparency and trust in procurement and contracting activities. • Promote progressive procurement strategies which support, enable, and align to organisational strategies, objectives and policies. • Ensure decision making aligns with the Delegations Framework, Contract Management Policy and Procurement Policy and provide appropriate accountability for procurement decisions, ethical behaviour and for the mitigation of risks. • Provide recommendations on the policies and procedures related to the University’s expenditure on goods and services. • Review, approve, decline and/or give direction to relevant stakeholders on submissions received by the Board to ensure appropriate strategic and commercial arrangements are in place in manner that ensures value for money and probity. • Review and advise on the University-wide Annual Procurement Plan (APP) • Ensure decision making aligns with the Delegations Framework, Contract Management Policy, and Procurement Policy. • Provide risk and issues mitigation and management in regard to probity, procurement and commercial contracting risks. <p>The Board will play a key role in ensuring that:</p> <ul style="list-style-type: none"> • Procurement strategies, policies and procedures are promulgated and understood by relevant stakeholders.
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	<ul style="list-style-type: none"> • The “voice of the stakeholder” is heard and appropriately reflected in procurement decisions. • Partnerships and information sharing between Procurement & Contracts and the rest of the University are effectively supported. • Procurement discussions and deliberations are well informed, and the Board has actively and transparently engaged with stakeholders when approving the appropriate procurement methodology. • Key recommendations and decisions of the Board are well understood, socialised, and communicated to relevant stakeholders across the University.
<p>Authorisation Responsibilities</p>	<p>The Board has the authority to:</p> <ul style="list-style-type: none"> • Assess, approve, or decline all procurement plans and requests to undertake a tender or purchase with a TCO contract value > \$250,000. • Assess, approve, or decline the Recommendation to Award Contract associated with any contracting activity that would result in a TCO contract value >\$250,000. • Review and assess contract performance on an annual basis for commercial contracts of TCO contract value > \$1m. • Assess, approve, or decline any request to conduct sole-source, direct negotiations with a supplier where the Procurement Policy requires a competitive procurement process (i.e., TCO value >\$100k). • Assess, approve or decline recommendations to cancel any active open competitive tender. • Assess and advise on any procurement or contract related matter the Strategic Sourcing Manager has deemed necessary and appropriate to escalate to PCGB. • Assess, approve, or decline any exemption request or change to Massey’s Tier 1 and Tier 2 construction contract panel and associated standing agreements. • Assess, approve, or decline any appointment of a Probity Auditor or Advisor to a specific procurement process/project. • Assess and advise on any material changes to Massey’s existing Procurement Policy, Contract Management Policy, and over-arching Procurement Strategy. • Approve appointments of Tier 1 and Tier 2 contractor panel managers • Assess, approve, or decline any exemption request or change to Massey’s Tier 1 and Tier 2 construction contract panel and associated standing agreements
<p>Membership</p>	<p>Composition and Appointment</p>

	<ul style="list-style-type: none"> • Membership of the Board represents a broad base of University stakeholders, including representatives from the SLT, Colleges and Professional Services. <ul style="list-style-type: none"> ○ Vice Chancellor - Chair ○ DVC, University Services ○ Chief Financial Officer ○ Director Governance and Assurance ○ College PVC Representative (s) ○ Strategic Sourcing Manager (in attendance, non-voting) ○ Secretary (in attendance, non-voting) • As required, other specialist stakeholders may be in attendance to provide rationale on matters relating to Board report submissions. • The Chair has the authority to delegate functions and responsibilities. Where required, the Chair will appoint a Deputy Chair, who will preside over the Board meetings in the Chair's absence. • The Chair may invite Subject Matter Experts (SMEs) or advisors with related technical expertise, as appropriate, to provide independent and expert advice to the Board. SMEs and independent advisors do not have voting rights. They may be Massey staff members or consultants. • Members of the Board shall be appointed by the Vice Chancellor. • The Board shall consist of no less than 5 voting members. • Members of the Board may relinquish their membership in the Board with prior written notice to the Secretary. If a member of the Board resigns or for any reason ceases to be a member of the Board resulting in non-compliance with the requirement on the minimum number of members as stated above, then the Chair shall, as soon as possible, but not later than two (2) months from that event, appoint such number of new members as may be required. <p>Resources Required</p> <p>A Board Secretary will provide secretarial support for the Board, including scheduling meetings and arranging papers for consideration.</p>
<p>Meetings</p>	<p>Timeframes and Protocols</p> <ul style="list-style-type: none"> • The Board will meet every three weeks and may call ad hoc meetings or circulate submissions via email as required. • The Board's meeting schedule will be published in advance and posted on an annual basis. • Meetings may be cancelled should there not be any contractual/procurement matters to consider <p>Quorum and Voting</p>

	<ul style="list-style-type: none"> • A quorum shall consist of a simple majority of the members of the Board. • All resolutions of the Board shall be adopted by a simple majority vote, each member having one vote. In case of equality of votes, the Chair of the Board shall have a second or casting vote. • Board members are required to abstain from deliberations, participating in decisions and voting in respect of any matter which may give rise to an actual or perceived conflict of interest situation. <p>Meeting Modes</p> <ul style="list-style-type: none"> • The Board may from time to time, and if deemed appropriate, consider and approve and/or recommend relevant matters via email, in lieu of formally convening a meeting. Decisions confirmed in writing via email shall be as valid and effectual as if it has been passed by a meeting of the Board duly convened. <p>Notice and Agenda</p> <ul style="list-style-type: none"> • The Secretary shall issue and circulate the notice of Board meetings confirming the venue, time and date at least ten (10) working days before each meeting (or such shorter notice period is practicable where the matter is urgent) to the Board members and all those who are required to attend the meeting. • The agenda for each meeting including relevant documents and information requested by the Board shall be circulated at least five (5) working days before each meeting to the Board members and all those who are required to attend the meeting. • In matters that are urgent or require emergency procurement activities, Board members are expected to be available on short notice and will be provided as much notice as is practicable.
<p>Secretary</p>	<p>The Secretary to the Board shall be a person recommended by the Strategic Sourcing Manager and approved by the Board.</p> <p>Secretary Responsibilities</p> <p>The Secretary shall organise and provide assistance at Board meetings and have the following key responsibilities:</p> <ul style="list-style-type: none"> • ensure meetings are arranged and held accordingly and draft its schedule of activities for the financial year; • assist the Chair or Chairperson in planning the Board's activities; • draw up meeting agendas in consultation with the Chair and Strategic Sourcing Manager;

	<ul style="list-style-type: none"> • ensure proceedings of meetings are recorded and the minutes circulated in a timely manner; and • ensure <i>PCGB Authorisation</i> forms are signed by Chair and distributed to stakeholders in a timely manner.
<p>Meeting Minutes</p>	<p>Minutes of any Board meeting shall be action oriented and record key deliberations and decisions of the Board.</p> <p>Minutes shall be distributed to Board members within two (2) weeks from the meeting.</p> <p>The minutes will be finalised and adopted when they have been approved by a majority of the members present at the relevant meeting. Alternatively, the minutes may be included in the submissions for the next succeeding Board meeting and considered/adopted by the Board at that meeting.</p>
<p>Reporting Procedures</p>	<p>Submissions to the Board must be treated confidentially by all recipients.</p> <p>The Board will receive the following submissions and reports as and when required:</p> <ul style="list-style-type: none"> • Request to go to market and associated procurement plans. • Recommendation to Award Contract and associated Tender Summary reports. • Requests for exemptions to standard procurement policy or practices. • Contract performance summary reports. • Progress against the annual procurement plan. • Reports related to probity concerns, risks, or issues. • Reports related to market forces and key trends. • Escalations. • Ad-hoc reporting as deemed necessary. <p>The Board will provide reports to:</p> <ul style="list-style-type: none"> • SLT (as warranted). • Stakeholders and public, on decisions and progress of initiatives (where appropriate). <p>The Board will complete a review of the ToR every 2 years with the results of that review submitted to SLT.</p>
<p>Annual Performance Assessment</p>	<p>The Board shall perform self-assessments to review its composition, the performance and effectiveness of the Board and each of its members in carrying out the duties as set out in these Terms of Reference.</p> <ul style="list-style-type: none"> • Board assessments shall be conducted annually, or when there are significant changes internally or externally that would significantly impact the applicability of these Terms of Reference. • The Board shall review any proposed updates or changes to the University's procurement and

	contracting policies before they are submitted for SLT approval. All such assessments shall be properly documented in the meeting minutes.
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Approval of Terms of Reference

CHAIR – Jan Thomas, Vice Chancellor

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Signature

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Date